

Form 51-102F3

MATERIAL CHANGE REPORT

Item 1 Name and Address of Company

New Guinea Gold Corporation
("NGG" or the "Company")
Suite 900, 595 Howe Street
Vancouver, BC V6C 2T5

Item 2 Date of Material Change

July 3, 2013

Item 3 News Release

The Company's news release was disseminated on July 4, 2013

Item 4 Summary of Material Change

A Cease Trade Order has been issued by the British Columbia Securities Commission (the "BCSC") against the Company.

Item 5.1 Full Description of Material Change

A Cease Trade Order has been issued by the BCSC against the Company for failing to file its audited financial statements for the year ended December 31, 2012, interim financial statements for the financial period ended March 31, 2013 and its related Management's Discussion and Analysis and Chief Executive Officer and Chief Financial Officer certifications for the periods ended December 31, 2012 and March 31, 2013 (collectively, the "Required Filings").

All trading in the securities of the Company will cease until it files the Required Filings and the Cease Trade Order is revoked.

On May 1, 2013, the Company announced (the "Default Notice") that, for the reasons disclosed in the Default Notice, there would be a delay in the filing of its audited financial statements for the year ended December 31, 2012 and its related Management's Discussion and Analysis and Chief Executive Officer and Chief Financial Officer certifications for the year ended December 31, beyond the 120 day period prescribed for the filing of such documents.

As a result of this delay in filing, on May 1, 2013, BCSC, the principal regulator of the Company, issued a management cease trade order (the "MCTO"), which imposed restrictions on all trading in securities of the Company by the Chief Executive Officer and the Chief Financial Officer of the Company until the Company files the Required Filings and the BCSC makes an order revoking the MCTO.

On June 24, 2013, the Company further advised that due to delays in completing its Audit, it now expects to file the Required Filings on or before July 31, 2013. The Company confirms that it is continuing to work with its Auditors to complete the audit as soon as possible. The Company confirms that on or before July 31, 2013 it intends to file its audited financial statements for the year ended December 31 2012, interim financial statements for the periods ending March 31 and June 30, 2013 and Management Discussion and Analysis' for the periods ending December 31, 2012, March 31, 2013 and June 30, 2013.

Despite this Cease Trade Order, a beneficial shareholder of the Company who is not, and was not at the date of the Cease Trade Order (July 3, 2013), an insider or control person of the Company, may sell securities of the Company acquired before the date of the Cease Trade Order if:

1. The sale is made through a market outside Canada, and
2. The sale is made through an investment dealer registered in British Columbia.

Item 5.2 Disclosure for Restructuring Transactions

Not applicable.

Item 6 Reliance on subsection 7.1(2) or (3) of National Instrument 51-102

Not applicable.

Item 7 Omitted Information

Not applicable.

Item 8 Executive Officer

Greg Heaney, President, at 011 61 7 3003 0100

Item 9 Date of Report

July 4, 2013